

MEMORANDUM OF NON-DRILLING OIL AND GAS LEASE

West Virginia

The undersigned Kevin J. Smith and Tamera M. Smith, his wife
 of RR 5 BOX 77 Moundsville, West Virginia 26041

as Lessor and **TriEnergy Holdings, LLC, P.O. Box 89, Sewickley, PA 15143**, as Lessee, entered into an Oil and Gas Lease as of the 29th day of September, 2010. Said lease covers all that certain tract of land situate in the District of Clay, in Marshall County, State of West Virginia, bounded and described generally as follows:

On the North by: n/f:

On the East by: n/f:

On the South by: n/f:

On the West by: n/f:

Tax Parcel No: 4-4-32.1

Containing 0.852 acres, more or less, being the same land conveyed by _____
 and recorded in the records of
 said county in Book 648, Page 233.

Under the terms of the aforesaid lease, the said property was leased by Lessor to Lessee for a term of Five (5) years from the date thereof and so long thereafter as oil or gas are produced from said land in paying quantities or the lease is otherwise maintained pursuant to the provisions thereof.

Under the terms of said lease, the Lessee has a first option to renew the lease for a further like term, which option must be exercised within sixty (60) days of the expiration of the initial primary term of said lease.

Dated: September 29th, 2010.

WITNESS:

Jan Pest
 MARSHALL County 10:10:48 AM
 Instrument No 1296925
 Date Recorded 12/15/2010
 Document Type O&G
 Pages Recorded 2
 Book-Page 717-500
 Recording Fee \$5.00
 Additional \$6.00

LESSOR:

Kevin J. Smith (SEAL)
 Kevin J. Smith

Tamera M. Smith (SEAL)
 Tamera M. Smith

Approved by:

Joseph E. Bojalad, President

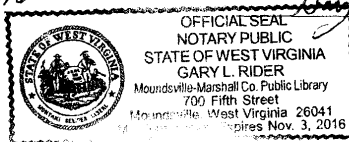
TriEnergy Holdings, LLC

State of WV)
)
 County of MARSHALL) SS:

On the 29th day of September in the year 2010, before me, the undersigned, a Notary Public in and for said state, personally appeared Kevin J. Smith and Tamera M. Smith, his wife personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires:

Nov 3, 2016

Notary Public

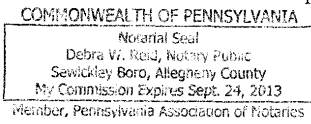
State/Commonwealth of: Pennsylvania CORPORATIONCounty of: Allegheny SS:

Before me a Notary Public in and for said county and state personally appeared: Joseph E. Bojalad, the President of TriEnergy Holdings, LLC, the above named corporation, who acknowledged to me that they did execute the foregoing instrument for and on behalf of said corporation, pursuant to authority so to do of said corporation and that the same is the free act and deed of said corporation and of themselves as such officers, for the uses and purposes therein set forth.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at Sewickley, PA this 13th day of December, 2010.

My Commission expires: 9/24/2013

Notary Public

Debra W. Reid

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 29th day of September, 2010, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 15th day of December, 2010 at 10:10 o'clock A.M.

TESTE: Jan Pest

Clerk.